

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

TRONOX INCORPORATED, *et al.*,

Case No. 09-10156 (ALG)

Debtors.

Jointly Administered

TRONOX INCORPORATED, TRONOX
WORLDWIDE LLC f/k/a Kerr-McGee
Chemical Worldwide LLC, and TRONOX
LLC f/k/a Kerr-McGee Chemical LLC,

Plaintiffs,

V.

Adversary Proceeding No. 09-01198

ANADARKO PETROLEUM
CORPORATION and KERR-MCGEE
CORPORATION,

Defendants.

THE UNITED STATES OF AMERICA,

Plaintiff-Intervenor,

V.

TRONOX, INC., TRONOX WORLDWIDE
LLC, TRONOX LLC, KERR-MCGEE
CORPORATION, and ANADARKO
PETROLEUM CORPORATION,

Defendants.

SECOND AMENDED CASE MANAGEMENT ORDER

The above-styled and numbered adversary proceeding shall be governed by the following

Case Management Order:

1. Response to Complaint

Response to Plaintiffs' Adversary Complaint and the United States of America's Complaint-in-Intervention (the "Complaint-in-Intervention") shall be due on or before **July 31, 2009**.

2. Motion to Dismiss

- (a) Should Defendants file a motion(s) to dismiss the Plaintiffs' Adversary Complaint and/or the Complaint-in-Intervention, Plaintiffs and/or the United States shall file their opposition, if any, to the motion(s) to dismiss on or before **September 1, 2009**.
- (b) Defendants shall file their reply, if any, to the opposition(s) to any motion to dismiss on or before **September 21, 2009**.

3. Electronic Discovery

The parties shall meet and confer regarding electronic discovery issues on or before **July 1, 2009**.

4. Initial Disclosures

The Plaintiffs, Defendants, and the United States shall serve their initial disclosures on or before **July 14, 2009**.

5. Joinder of Additional Parties

Additional parties may be added to this adversary proceeding no later than 60 days prior to the close of fact discovery.

6. Amendment of Pleadings

Pleadings may be amended no later than 60 days prior to the close of fact discovery.

7. Fact Discovery

- (a) Plaintiffs and Defendants shall substantially complete their document productions by **March 31, 2010**. The United States shall substantially complete its document production, in accordance with the applicable federal rules, including but not limited to, Federal Rule of Bankruptcy Procedure 7034, by **October 1, 2010**. Because the United States failed to substantially complete its document production by March 31, 2010, as previously ordered in the Amended Case Management Order, the United States' failure to comply with the October 1, 2010 production deadline

shall constitute a violation of a discovery order and Defendants shall be entitled to appropriate relief under the applicable federal rules, including but not limited to Federal Rule of Bankruptcy Procedure 7037. Such relief may include, but is not limited to, the preclusion of Plaintiffs or the United States from offering evidence on sites or issues in this lawsuit.

- (b) Plaintiffs and Defendants shall disclose, via e-mail, any remaining fact witnesses they expect to depose in connection with the adversary proceeding at 1:00 p.m. Eastern Time on **October 1, 2011**.
- (c) All fact discovery, including all depositions of fact witnesses, shall be completed by **February 25, 2011**.

8. Expert Discovery

- (a) Plaintiffs and the United States shall identify each site or liability that any or all of their experts will rely upon, value, estimate, or issue an opinion concerning, or with respect to which Plaintiffs and/or the United States will otherwise present testimony or evidence, in connection with this lawsuit on or before **December 17, 2010**. Plaintiffs and the United States shall be allowed to supplement this disclosure on or before **February 25, 2011**, based on new evidence discovered or produced to Plaintiffs in this lawsuit.
- (b) Plaintiffs and the United States shall identify their experts on or before **January 10, 2011**, and shall serve reports from their expert(s) retained under Federal Rule of Civil Procedure 26(a)(2) on or before **February 25, 2011**.
- (c) Defendants shall identify their experts on or before **March 7, 2011**, and shall serve reports from Defendants' expert(s) retained under Federal Rule of Civil Procedure 26(a)(2) on or before **May 26, 2011**.
- (d) Plaintiffs and the United States shall identify any rebuttal experts and serve any rebuttal expert reports pursuant to Federal Rule of Civil Procedure 26 on or before **June 27, 2011**.
- (e) Depositions of all parties' experts and rebuttal experts shall be completed by **August 31, 2011**.
- (f) Nothing in this Amended Case Management Order shall be construed to prohibit, or to permit, the United States of America from identifying and calling experts.

9. Dispositive Motions

- (a) All potentially dispositive motions shall be filed on or before **October 21, 2011**.
- (b) All opposition papers shall be due and filed on or before 30 days after the filing of any potentially dispositive motion.
- (c) Replies to any response to any dispositive motions shall be due and filed on or before 20 days after the filing of any response to any potentially dispositive motion.

10. Witness and Exhibit Lists and Motions in Limine

- (a) Witness lists, separately identifying each witness that the parties intend to call or may call as a witness, other than as a rebuttal witness, shall be exchanged 45 days before the start of trial.
- (b) Exhibits, other than those used for rebuttal purposes, and deposition designations shall be exchanged on or before 30 days before the start of trial. Any deposition counter designations and objections to exhibits shall be exchanged on or before 15 days before the start of trial.
- (c) The parties shall file any motions in limine on or before 45 days before the start of trial. Any oppositions to such motions in limine shall be filed on or before 20 days before the start of trial. Any replies to such oppositions to the motions in limine shall be filed on or before 10 days before the start of trial.

11. Trial

Trial shall commence on **February 13, 2012**, or as soon thereafter as the parties may be heard.

12. Other Items

The parties' agreement to this schedule shall not be construed as a waiver of any right or privilege under the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the Court's Local Rules, or any other applicable state or federal law, including any right to move to compel or preclude discovery.

13. Modification of Scheduling Order

This Amended Case Management Order may be modified by mutual agreement of the parties, subject to Court approval, or by motion for good cause shown. This Scheduling Order is contingent upon trial of the above-styled and numbered adversary proceeding in this Bankruptcy Court, and shall be reconsidered in the event any party seeks to try this case in a different court, whether through the

request of a trial by jury or otherwise. Nothing herein shall waive any party's right to seek a continuance of the trial date to allow additional time for the Court to rule on any dispositive motions.

SO ORDERED this ____ day of _____, 2010

UNITED STATES BANKRUPTCY JUDGE